## LANDLINE AFFILIATION

Transferee is the parent corporation of companies that provide public landline message telephone service.

#### PENDING PROCEEDINGS

Response to Item 20:

New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut) Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina) Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina) Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

Electronics Store, Inc., v. Cellco Partnership and Cedar Point Federal Credit Union (Circuit Court of St. Mary's County, Maryland) Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

<u>USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc.</u> (Massachusetts Superior Court) Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

In Re Vermont RSA Limited Partnership (Vermont Environmental Board) While the following case is not reportable under the question, it is being disclosed for information

purposes. In July 1998, the Board granted a petition by the town of Sharon, Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Cellco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

#### **CURRENT AND FORMER RADIO STATION INTERESTS**

For the current radio station authorizations in which Bell Atlantic Corporation has an interest, see its Form 430, included in this application package as Exhibit D.

Bell Atlantic Corporation has held direct and indirect interests in other radio station authorizations that have been transferred or assigned in the normal course of business.

#### TRANSFEREE STOCK

As part of the contemplated merger, shares of stock of Bell Atlantic Corporation will be exchanged for GTE Corporation shares held by its stockholders. In addition, Bell Atlantic Corporation is a publicly traded corporation, and its shares will continue to be sold in the public stock market subsequent to the merger.

#### **RESPONSE TO ITEM 27.B, FORM 704**

Bell Atlantic Corporation has relied upon the representations and warranties of GTE Corporation and its affiliates ("GTE") and upon its independent review of the Commission's databases and documents on file with the Commission with respect to the compliance by GTE with its current authorizations and the Commission's rules. Bell Atlantic Corporation and GTE will undertake a review of GTE's authorizations and facilities and will make appropriate changes as required.

## PUBLIC INTEREST STATEMENT

The public interest statement for the proposed merger is included as Exhibit A to the cover application.

#### APPROVED BY OMB 3060-0589 READ INSTRUCTIONS CAREFULLY FEDERAL COMMUNICATIONS COMMISSION **BEFORE PROCEEDING** SPECIAL USE REMITTANCE ADVICE Electronic Fee Audit Code PAGE NO. 1 167552282741725 FCC USE ONLY (1) LOCKBOX # 358130 Point-to-Point Microwave SECTION A - PAYER INFORMATION (3) TOTAL AMOUNT PAID (dollars and cents) (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) 38,505.00 GTE Service Corporation (4) STREET ADDRESS LINE NO. 1 1850 M Street, NW, Suite 1200 (5) STREET ADDRESS LINE NO. 2 (8) ZIP CODE (7) STATE (6) CITY DC 20036 Washington (9) DAYTIME TELEPHONE NUMBER (include area code) (10) COUNTRY CODE (If not in U.S.A.) 202-463-5295 SECTION B - APPLICANT INFORMATION (11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) Bell Atlantic Corporation (12) STREET ADDRESS LINE NO. 1 1095 Avenue of the Americas (13) STREET ADDRESS LINE NO. 2 (16) ZIP CODE (14) CITY (15) STATE NY 10036 New York (17) DAYTIME TELEPHONE NUMBER (include area code) (18) COUNTRY CODE (if not in U.S.A.) 212-395-2121 SECTION C - PAYMENT INFORMATION (20A) PAYMENT TYPE CODE (PTC) (22A) FEE DUE FOR (PTC) IN BLOCK 20A FOL (ISE DINC) (19A) FCC CALL SIGN/OTHER ID (21A) QUANTITY 75.00 **WLR388** 1 C Μ (23A) FCC CODE 1 (24A) FCC CODE 2 (20B) PAYMENT TYPE CODE (PTC) (19B) FCC CALL SIGN/OTHER ID (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B WLV665 et al. M 854 38,430.00 Α (238) FCC CODE 1 (24B) FCC CODE 2 (20C) PAYMENT TYPE CODE (PTC) (19C) FCC CALL SIGN/OTHER ID (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C (24C) FCC CODE 2 (23C) FCC CODE 1 (20D) PAYMENT TYPE CODE (PTC) (19D) FCC CALL SIGN/OTHER ID (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D (23D) FCC CODE 1 (24D) FCC CODE 2 (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2) PAYER TIN APPLICANT TIN 5 5 2 2 **SECTION E - CERTIFICATION** (27) CERTIFICATION STATEMENT , Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, infomation and belief. SIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARDIVISA ACCOUNT NUMBER EXPIRATION DATE: MASTERCARD MONTH YEAR AUTHORIZED SIGNATURE I hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

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M	lailing Street Address or P. C c/o Regulatory - A3	O. Box, City, State	and ZIP Code			ign or Other FCC Ider	ntifier	
	Atlanta, GA 3034			•	See	Exhibit 1		
_	ternet Address							
	jrobbins @ mobiln	iet.gte.com						
	ee Data. Refer to 47 CFR S		Common Carrier or Wirele	ss Telecommu	nications Bu	reau Fee Filing Guide	 S.	
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of	f Control is sought in this ap	plication. (See ins	structions.)	of Transf		m		
(a) Cai	I Sign (b) File Number	(c) Service	(d) No. of Stations			n Drive, P.O. Bo	v 15257	,
See	Exhibit 1			Irving, T			X 13237	
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				New Yor	rk, NY 1	10036		
5. F	Permittee or Licensee repres That there is attached to company.	•	See Exhibit 1 as Exhibit No a certif	ied copy of the	Articles of In	corporation (charter)	of the perm	nittee or licensee
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W	T HI - To be completed by Transferee			
8.	Transferee is: (check one)  INDIVIDUAL PARTNERSHIP CORPORATION UNINCORPORATED	ASS	OCIATIO	N
9.	Attach as Exhibit No a statement of transferee's principal business. See cover application			
-	Attach as Exhibit No a statement of the businesses, employment, or activities, other than communications in which individual transmember if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hour activity.  See cover application	insfe s de	ree, each voted to e	ach
	Place an "X" in the appropriate column.	T	YES	NC
11.	Is individual transferee, or if partnership each member of partnership, a citizen of the United States? N/A	<b>&gt;</b>		
	Is transferee or any party to this application a representative of an alien or of a foreign government?	<b>&gt;</b>		X
13.	if transferee is a partnership, attach as Exhibit No one copy, properly certified of the partnership agreement, or if oral, complete details thereof. N/A			
14.	If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
	a. Under laws of what State or Country is it organized? Delaware			
	(1) Attach as Exhibit No. E a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
	(2) Attach as Exhibit No. 2 the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock.			
•	b. Is any director of officer an alien?	>		X
•	c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized unders the laws of a foreign government?	>		Х
•	d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	>		X
•	e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	>		7
	f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	<b>&gt;</b>		Χ
15	Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No a statement relating the facts.	>	X	
16	If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. N/A	>		
17	. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No a statement relating all the pertinent circumstances.	>		2
18	. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No a statement relating the facts.	>		7
19	Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No a statement relating the facts.	>		2
20	. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. 4 a statement relating the facts.	>	X	
21	. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.  See Exhibit 5	>	X	
22	Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.  See Exhibit 5	>	X	

	Place an "X" in the appropriate column.	YES	NO			
	Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):					
_	. Changes in the services currently offered? If "YES", attach as Exhibit No a brief statement of the proposed changes.		<u>X</u>			
<del></del>	<ul> <li>Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.</li> </ul>		X			
-	c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)		X			
24.	f transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. 6	X				
25.	25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No, describe the obligations, methods by which acquired, and the dates on which they were obtained.					
26.	Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No a single certified copy of such authorization Appl. will obtain necessary authorization >					
27.	a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	X				
-	b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? See Exhibit 7					
28.	Attach as Exhibit No. 8 a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.					
29.	If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below: $N/A$					
	<ul> <li>Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?</li> </ul>					
	b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?					
30.	Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	X				
31.	Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	X				
Se	RTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC to the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a control ersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in functions that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and be	lled substa Ill in this a	ance. The			
	iful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/o tion license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).	r revocati	on of any			
Ту	ed/Printed Name of Transferee Signature Title (Office Held by Person Signing)	Date				
В	Il Atlantic Corporation  Exec. Vice President & General Counsel	10/1/	98			

# PART 101 AUTHORIZATIONS TO BE TRANSFERRED (WIRELESS)

The licensees and their Part 101 authorizations included on this application are identified below. The subject facilities are licensed in the point-to-point microwave service.

#### California RSA No. 4 Limited Partnership

WLR388 WLV665 WLV666 WLV669 WMQ821 WPJE892 WPNA979 WPNA980

## Chattanooga Cellular Telephone Company

WLL395 WLN571 WLN572 WLN573 WLN574 WLN575 WLV381 WMJ447

#### Danville Cellular Telephone Company Limited Partnership

WLL415 WLL416 WLU275

#### Fayetteville Cellular Telephone Company Limited Partnership

WLN563 WLN564 WLN947 WLT810

## Florida RSA #1B (Naples) Limited Partnership

WMN407 WMN408

## Gadsden CellTelCo Partnership

WMM897 WMM898

#### GTE Mobilnet of Alabama Incorporated

**WMM896** 

## GTE Mobilnet of Asheville Incorporated

WMJ558 WMJ559 WMJ560 WMJ561 WMJ562

## GTE Mobilnet of Austin Limited Partnership

WLK478 WLK479 WLL632 WLR645 WMI724 WMI725

#### GTE Mobilnet of California Limited Partnership

WLK512 WLK513 WLL585 WLL642 WLL718 WLL719 WLL737 WLL738 WLL739

**WLL740** WLL762 WLL763 **WLL764 WLL765 WLL768 WLL769 WLL770 WLL771 WLL805 WLL806 WLL807 WLL814 WLL815 WLL844 WLL846 WLL847 WLL848 WLL849 WLL850 WLL852** WLL853 **WLL857 WLL860 WLL861 WLL862 WLL863 WLL864 WLL865 WLL866 WLR562 WLR563 WLR565 WLR566 WLR567 WLR568 WLR578 WLR583 WLR589** WLR620 **WLR621 WLR622** 

WLR641 WLR642 **WLR643** WLR644 **WLR665** WLR666 WLR685 **WLR689 WMG746 WMG768 WMG866 WMI203 WMI204 WMI209 WMI210 WMI220 WMI225 WMI226 WMI227 WMI236 WMI237 WMI238 WMI239 WMI249** WMI250 WMI251 **WMI262 WMI263 WMI264** WMI716 **WMI779 WMI781** WMM695 **WMN883 WMQ627 WMQ701 WMQ798 WMQ858** WMQ872 WMR211 **WMR242** WMS442

**WMT420 WMT658 WMT700 WMT717 WMT719 WMT720** WPJA728 WPJC235 WPJC248 WPJC249 WPJC657 WPJC658 WPJE264 WPJE880 WPNC476 WPNC477 WPNC749 WPNE269 **WPNH408** 

## GTE Mobilnet of Clarksville Incorporated

WLT942 WLT943 WLV881 WMT744

#### GTE Mobilnet of Florence, Alabama Incorporated

WLR354 WLR355 WLR356 WMN621

## GTE Mobilnet of Florence, South Carolina Incorporated

WLT728 WLT729 WMK329

## GTE Mobilnet of Fort Wayne Limited Partnership

WLL651 WLL702 WMR910 WPJE543 WPJE544

**WLC618** 

## GTE Mobilnet of Fresno MSA Limited Partnership

WLC621 WLC622 **WLN374 WLN375 WLN376 WLN377** WLN444 **WLN445 WLT998** WLU212 **WLU316 WLU326 WLU327 WLU328 WLU329 WLU330 WLU331 WLU333 WLU334 WLV670 WMJ298** WMJ299 **WMJ300** WMJ302 **WMM709 WMM987 WMQ536 WMQ605** 

> WMQ782 WMR840 WPNB549

WPNB550
WPNB551
WPNB552
WPNE261
WPNE262
WPNE263
WPNE264
WPNH390
WPNH391
WPNJ820
WPNJ821

## GTE Mobilnet of Huntsville Incorporated

WHB554 **WLK242 WLK688 WLK689 WLK690 WLK691 WLV673** WMK201 **WMK999** WML200 WMW712 WMW713 **WMW714** WMW715 WMW716 WPNA600 WPNA601

# GTE Mobilnet of Indiana Limited Partnership

WLL637 WLL683 WLL684 WLL810 WLL811 WLR571 WLR574 WLR671 WMN669 WMN670 WMS668 WPJC420 WPJC981

## GTE Mobilnet of Jacksonville II Incorporated

WLL514 WLL515 WLL516

## GTE Mobilnet of Nashville Incorporated

**WLN577 WLN578 WLN579 WLN580 WLN581 WLN582 WLN583 WLN584 WLN585 WLN586 WLN587 WLN800 WLN801 WLN802 WLN803 WLV398 WMG764 WML908 WMR750 WMR819 WMR849 WMR850 WMR904 WMR979 WMS485 WMT205 WMT206** 

**WMT745** 

WPJB317 WPJE585 WPNA978

## GTE Mobilnet of North Carolina Incorporated

**WLA307 WLA852 WLA854 WLA856 WLA859 WLA860 WLA861 WLA862 WLA863 WLA864 WLT787 WLT788 WLT789 WLU514 WLU515 WML877 WMN678 WMS786 WMS787** WMW952 WMW953 WMW954 WPJA495

## GTE Mobilnet of Ohio Limited Partnership

WLB360 WLC794 WLC795 WLC850 WLC851 WLK457 WLK458 WLL633 WLL678 **WLL679 WLL766 WLL767 WLL855 WLL856 WLR623 WLR624 WLR625 WLR629 WLR630 WLR631 WLR669 WLR673 WLR690 WLR691 WLR693 WMI218 WMI219** WPNC995 WPNC996 WPNC997

## GTE Mobilnet of Raleigh Incorporated

WLC487

**WLC488 WLC489 WLC490** WLC491 WLC492 **WLC493 WLC494** WLC495 **WLC496 WLU922 WLU924 WLV284** WLV492 **WMG744 WMN348 WMV872** 

#### GTE Mobilnet of Santa Barbara Limited Partnership

WLL656 WLR694 WMI246 WMI718 WMI728 WMN204 WMQ389 WMQ476 WMQ797 WMQ799 WMT680 WPJB484 WPJE617 WPJF475

# GTE Mobilnet of South Carolina Incorporated

**WLK649** 

WLK652 WLK653 WLK654 WLK655 WLK656 WLV719 WLV721 WMK936 WML405 WMQ317 WMQ318

## GTE Mobilnet of South Texas Limited Partnership

WHO816 WHO817 WHO818 WHO819 WLB381 WLB383 WLB384 **WLB385 WLB386 WLB387 WLB388 WLB727 WLC215** WLC522 **WLC549 WLC563** WLC564 **WLC565** WLC570 WLC572 **WLC798 WLC837 WLK447 WLK448 WLK452** WLK511 **WLL585** WLL644 WLL680 **WLM323 WLM324 WLM325 WLR626 WLR640 WLR670** WLR676 **WLU735 WLV625 WMI228** WMM422 **WPNE427** WPNE428

# GTE Mobilnet of Tennessee Incorporated

WLL545 WLL546 WLL547 **WLL548 WLL549 WLR308 WLR309 WLR509 WMJ448 WMJ840 WMK479** WMK820 WMK821 **WMK822 WML503 WML504** WML812 WMM442 WMM443 WMM663 **WMM664** WMM665 **WMM666 WMM667 WMQ763** WMR522 WMR523 **WMR838 WMS240 WMS765 WMS867 WMS868 WMS980** WMS981 **WMT411 WMT412 WMV973 WMW427** WMW573 **WMW574** WMW575 **WPJB965** WPJB966 WPJB967 WPJB968